

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION

APPLETON PAPERS INC. and
NCR CORPORATION,

Plaintiffs,

v.

Case No. 08-CV-00016-WCG

GEORGE A. WHITING PAPER COMPANY,
P.H. GLATFELTER COMPANY,
MENASHA CORPORATION,
GREEN BAY PACKAGING, INC.,
INTERNATIONAL PAPER COMPANY,
LEICHT TRANSFER & STORAGE COMPANY,
NEENAH FOUNDRY COMPANY,
NEWPAGE WISCONSIN SYSTEM INC.,
THE PROCTER & GAMBLE PAPER
PRODUCTS COMPANY, and
WISCONSIN PUBLIC SERVICE CORP.,

**JURY DEMAND
ENDORSED HEREON**

Defendants.

**DEFENDANT INTERNATIONAL PAPER COMPANY'S ANSWER TO FIFTH
AMENDED COMPLAINT AND COUNTERCLAIM**

Defendant International Paper Company (hereinafter "International Paper"), answers the Fifth Amended Complaint of Plaintiffs Appleton Papers Inc. ("API") and NCR Corporation ("NCR," and collectively with API, "Plaintiffs"), as follows:

ANSWER

1. Answering Paragraph 1, International Paper admits the allegations of such paragraph.

2. Answering Paragraph 2, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in such paragraph, and on that basis, denies such allegations.

3. Answering Paragraph 3, International Paper admits that Plaintiffs contend that the purpose of the lawsuit is as described in that paragraph, that it entered into a tolling agreement with Plaintiffs and that such tolling agreement was terminated by Plaintiffs. Except as so admitted, International Paper is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 3, and on that basis, denies such allegations.

4. Answering Paragraph 4, International Paper admits that a dispute exists regarding responsibility for certain alleged costs and damages and that Plaintiffs are seeking a declaratory judgment. International Paper denies that it is one of the “responsible parties” with respect to the Lower Fox River Contamination (as that term is defined in the Fifth Amended Complaint) and further denies that it has any liability or obligation to Plaintiffs or with respect to the Lower Fox River Contamination. International Paper is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 4, and on that basis, denies such allegations.

5. International Paper admits the allegations of Paragraph 5.

6. Answering Paragraph 6, International Paper admits that venue is proper in this District. Except as so admitted, International Paper is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 6, and on that basis, denies such allegations.

PARTIES

7. Answering Paragraph 7, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

8. Answering Paragraph 8, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

9. Answering Paragraph 9, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

10. Answering Paragraph 10, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

11. Answering Paragraph 11, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

12. Answering Paragraph 12, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

13. Answering Paragraph 13, International Paper admits that it is a New York corporation with its principal place of business in Memphis, Tennessee and that Plaintiffs' references in the Fifth Amended Complaint to "International Paper" are intended to be with respect to International Paper and its alleged predecessors identified in such paragraph. Except as so admitted, International Paper denies the allegations of Paragraph 13.

14. Answering Paragraph 14, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

15. Answering Paragraph 15, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

16. Answering Paragraph 16, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

17. Answering Paragraph 17, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

18. Answering Paragraph 18, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

19. Answering Paragraph 19, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

20. Answering Paragraph 20, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

21. Answering Paragraph 21, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

22. Answering Paragraph 22, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

23. Answering Paragraph 23, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

24. Answering Paragraph 24, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

25. Answering Paragraph 25, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

26. Answering Paragraph 26, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

27. Answering Paragraph 27, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

28. Answering Paragraph 28, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

29. Answering Paragraph 29, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

30. Answering Paragraph 30, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

GENERAL ALLEGATIONS

31. Answering Paragraph 31, International Paper admits that the Fifth Amended Complaint asserts claims with respect to polychlorinated biphenyls ("PCB") contamination of the Lower Fox River, but is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of such paragraph, and on that basis, denies such allegations.

32. Answering Paragraph 32, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

33. Answering Paragraph 33, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

34. Answering Paragraph 34, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

35. Answering Paragraph 35, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

36. Answering Paragraph 36, International Paper admits that Hammermill Paper Company, to which International Paper is the successor by merger, in or after May 1985 acquired certain assets from Philip Morris Industrial Incorporated with respect to a mill located in Nicolet, Wisconsin. International Paper denies, for lack of sufficient information and belief, the allegations of Paragraph 36 regarding the Kaukauna Mill (as that term is defined Paragraph 36). International Paper denies the remaining allegations of Paragraph 36 and further specifically denies that it is responsible for the release of any PCBs with respect to the Lower Fox River Site (as that term is defined in the Fifth Amended Complaint).

37. Answering Paragraph 37, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

38. Answering Paragraph 38, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

39. Answering Paragraph 39, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

40. Answering Paragraph 40, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

41. Answering Paragraph 41, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

42. Answering Paragraph 42, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

43. Answering Paragraph 43, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

44. Answering Paragraph 44, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

45. Answering Paragraph 45, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

46. Answering Paragraph 46, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

47. Answering Paragraph 47, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

48. Answering Paragraph 48, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

49. Answering Paragraph 49, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

50. Answering Paragraph 50, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

51. Answering Paragraph 51, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

52. Answering Paragraph 52, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

53. Answering Paragraph 53, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

54. Answering Paragraph 54, International Paper admits that the United States Environmental Protection Agency ("USEPA") has taken certain enforcement actions related to the Fox River Superfund Site, including the issuance of a unilateral administrative order as referenced in such paragraph, and that such order identifies certain companies as respondents. Except as so admitted, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 54, and on that basis, denies such allegations.

55. Answering Paragraph 55, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

56. Answering Paragraph 56, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

57. Answering Paragraph 57, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

58. Answering Paragraph 58, International Paper admits that consent decrees have been entered that relate to the Fox River Superfund Site and to which the United States and Plaintiffs are parties and that Plaintiffs claim to have incurred costs or made payments pursuant to such consent decrees. Except as so admitted, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 58, and on that basis, denies such allegations.

59. Answering Paragraph 59, International Paper admits that USEPA has issued a Record of Decision with respect to the selection of a remedy for portions of the Fox River Superfund Site. Except as so admitted, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 59, and on that basis, denies such allegations.

60. Answering Paragraph 60, International Paper admits that USEPA has issued a Record of Decision with respect to the selection of a remedy for portions of the Fox River Superfund Site. Except as so admitted, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 60, and on that basis, denies such allegations.

61. Answering Paragraph 61, International Paper admits that publicly available information that indicate NCR has entered into an administrative settlement. Except as so

admitted, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 61, and on that basis, denies such allegations.

62. Answering Paragraph 62, International Paper admits that consent decrees related to the Fox River Superfund Site to which the United States and Plaintiffs are parties have been entered and that Plaintiffs claim to have incurred costs or made payments pursuant to such consent decrees. Except as so admitted, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 62, and on that basis, denies such allegations.

63. Answering Paragraph 63, International Paper admits that publicly available information indicates that in or about June 2007, USEPA amended a previously issued Record of Decision. Except as so admitted, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 63, and on that basis, denies such allegations.

64. Answering Paragraph 64, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies the allegations of such paragraph.

65. Answering Paragraph 65, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies the allegations of such paragraph.

66. Answering Paragraph 66, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies the allegations of such paragraph.

COUNT I – CLAIM UNDER AND CERCLA § 107

67. Answering Paragraph 67, International Paper hereby incorporates by reference its answer to Paragraphs 1 through 66 of the Fifth Amended Complaint.

68. Paragraph 68 contains legal conclusions to which an answer is not required. To the extent such allegations require an answer, International Paper admits that Section 107(a)(4)

of the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. § 9601 *et seq.* ("CERCLA") contains provisions imposing liability in accordance with its terms and otherwise denies the allegations of Paragraph 68.

69. Paragraph 69 contains legal conclusions to which an answer is not required. To the extent such allegations require an answer, International Paper admits that Section 107(a) of CERCLA identifies certain categories of persons that are liable parties under CERCLA and otherwise denies the allegations of Paragraph 69.

70. Answering Paragraph 70, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

71. Answering Paragraph 71, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

72. Answering Paragraph 72, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

73. Answering Paragraph 73, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

74. Answering Paragraph 74, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

75. International Paper denies the allegations of Paragraph 75 and further specifically denies that it has any liability associated with the alleged release of PCBs from the International Paper Mills (as that term is defined in Paragraph 75 of the Fifth Amended Complaint).

76. Answering Paragraph 76, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

77. Answering Paragraph 77, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

78. Answering Paragraph 78, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

79. Answering Paragraph 79, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

80. Answering Paragraph 80, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

81. Answering Paragraph 81, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

82. Answering Paragraph 82, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

83. Answering Paragraph 83, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

84. Answering Paragraph 84, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

85. Answering Paragraph 85, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

86. Answering Paragraph 86, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

87. Answering Paragraph 87, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

88. Answering Paragraph 88, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

89. Answering Paragraph 89, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

90. Answering Paragraph 90, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

91. Answering Paragraph 91, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

92. Answering Paragraph 92, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

93. Answering Paragraph 93, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

94. Answering Paragraph 94, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

95. Answering Paragraph 95, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

96. Answering Paragraph 96, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

97. International Paper admits the allegations of Paragraph 97.

98. Answering Paragraph 98, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

99. Answering Paragraph 99, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

100. Answering Paragraph 100, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

101. Answering Paragraph 101, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

102. Answering Paragraph 102, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

103. Answering Paragraph 103, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

104. Answering Paragraph 104, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

105. Answering Paragraph 105, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

106. Answering Paragraph 106, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

107. Answering Paragraph 107, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

108. Answering Paragraph 108, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

109. Answering Paragraph 109, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

110. Answering Paragraph 110, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

111. Answering Paragraph 111, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

112. Answering Paragraph 112, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

113. Answering Paragraph 113, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

114. Answering Paragraph 114, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

115. Answering Paragraph 115, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

116. Answering Paragraph 116, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

117. International Paper admits the allegations of Paragraph 117.

118. Answering Paragraph 118, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

119. Answering Paragraph 119, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

120. Answering Paragraph 120, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

121. Answering Paragraph 121, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

122. Answering Paragraph 122, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

123. Answering Paragraph 123, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

124. Answering Paragraph 124, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

125. Answering Paragraph 125, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

126. Answering Paragraph 126, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

127. Answering Paragraph 127, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

128. Answering Paragraph 128, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

129. International Paper denies the allegations of Paragraph 129 and further specifically denies it has any liability associated with the alleged release of PCBs from the

International Paper Mills (as that term is defined in Paragraph 36 of the Fifth Amended Complaint).

130. Answering Paragraph 130, International Paper admits that it is a person, but otherwise denies the allegations of such paragraph it has any liability associated with the alleged release of PCBs from the International Paper Mills (as that term is defined in Paragraph 36 of the Fifth Amended Complaint).

131. Answering Paragraph 131, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

132. Answering Paragraph 132, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

133. Answering Paragraph 133, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

134. Answering Paragraph 134, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

135. Answering Paragraph 135, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

136. Answering Paragraph 136, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

137. Answering Paragraph 137, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

138. Answering Paragraph 138, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

139. Answering Paragraph 139, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

140. Answering Paragraph 140, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

141. Answering Paragraph 141, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

142. Answering Paragraph 142, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

143. Answering Paragraph 143, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

144. Answering Paragraph 144, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

145. Answering Paragraph 145, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

146. Answering Paragraph 146, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

147. Answering Paragraph 147, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

148. Answering Paragraph 148, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

149. Answering Paragraph 149, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

150. Answering Paragraph 150, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

151. Answering Paragraph 151, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

152. Answering Paragraph 152, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

153. Answering Paragraph 153, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

154. Answering Paragraph 154, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

155. Answering Paragraph 155, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

156. Answering Paragraph 156, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

157. Answering Paragraph 157, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

158. Answering Paragraph 158, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

159. Answering Paragraph 159, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

160. Answering Paragraph 160, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

161. Answering Paragraph 161, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

162. Answering Paragraph 162, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

163. Answering Paragraph 163, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

164. Answering Paragraph 164, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

165. Answering Paragraph 165, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

166. Answering Paragraph 166, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

167. Answering Paragraph 167, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

168. Answering Paragraph 168, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

169. Answering Paragraph 169, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

170. Answering Paragraph 170, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

171. Answering Paragraph 171, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

172. Answering Paragraph 172, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

173. Answering Paragraph 173, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

174. Answering Paragraph 174, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

175. Answering Paragraph 175, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

176. Answering Paragraph 176, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

177. Answering Paragraph 177, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

178. Answering Paragraph 178, International Paper denies that it has any liability for any such alleged releases from the International Paper Mills (as such term is defined in Paragraph 36 of the Fifth Amended Complaint) and denies the remaining allegations of such paragraph for lack of information and belief sufficient to admit or deny such allegations.

179. Answering Paragraph 179, International Paper denies that it has any liability for any alleged releases from the International Paper Mills (as such term is defined in Paragraph 36 of the Fifth Amended Complaint), denies the allegations of such paragraph with respect to other facilities for lack of information and belief sufficient to admit or deny such allegations, and denies the remaining allegations of such paragraph.

180. International Paper denies the allegations of Paragraph 180.

181. Answering Paragraph 181, International Paper admits that Plaintiffs have requested that the Court determine the parties' allocable shares of liability and otherwise denies the allegations of such paragraph.

182. Answering Paragraph 182, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

183. International Paper denies the allegations of Paragraph 183.

COUNT II – CLAIM UNDER CERCLA § 113

184. Answering Paragraph 184, International Paper hereby incorporates by reference its answer to Paragraphs 1 through 183 of the Fifth Amended Complaint.

185. Paragraph 185 contains legal conclusions to which an answer is not required. To the extent such allegations require an answer, International Paper admits that Section 113(f)(1) of CERCLA contains provisions governing contribution claims and except as so admitted, denies the allegations of Paragraph 185.

186. Answering Paragraph 186, International Paper denies the allegations of such paragraph.

187. Answering Paragraph 187, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

188. International Paper denies the allegations of Paragraph 188.

COUNT III – CLAIM FOR DECLARATORY RELIEF

189. Answering Paragraph 189, International Paper hereby incorporates by reference its answer to Paragraphs 1 through 188 of the Fifth Amended Complaint.

190. Answering Paragraph 190, International Paper is without knowledge or information sufficient to form a belief as to the truth of the allegations of such paragraph, and on that basis, denies such allegations.

191. Answering Paragraph 191, International Paper admits that Plaintiffs contend that a controversy that provides the basis for declaratory relief exists, and is without knowledge or information sufficient to form a belief as to the truth of allegations regarding the refusal of other

defendants to acknowledge liability and on that basis denies such allegations. International Paper denies the remaining allegations of Paragraph 191.

192. Answering Paragraph 192, International Paper denies the allegations of such paragraph.

193. Answering Paragraph 193, International Paper admits that Plaintiffs are seeking a judicial declaration and otherwise denies the allegations of such paragraph.

AFFIRMATIVE DEFENSES

International Paper alleges the affirmative defenses set forth below.

1. The Fifth Amended Complaint, and each count thereof, fails to state a claim upon which relief may be granted as against International Paper.

2. Plaintiffs' claims against International Paper are barred in whole or in part by the applicable statute of limitations under CERCLA.

3. On information and belief, carbonless paper and other products associated with PCBs were not used or contained in products produced at International Paper Mills (as such term is defined in Paragraph 36 of the Fifth Amended Complaint), and International Paper therefore cannot be held liable for any alleged PCB releases.

4. To the extent that International Paper has any liability to Plaintiffs (which International Paper denies), International Paper's alleged liability is the result of actions of a third party or parties over which it did not have control within the meaning of Section 107(b)(3) of CERCLA, 42 U.S.C. §9607(b)(3), and International Paper therefore cannot be held liable to Plaintiffs for such actions.

5. Plaintiffs are not entitled to recovery for costs that are not necessary costs of response and were not incurred in accordance with the requirements contained in the National Contingency Plan.

6. To the extent that International Paper has any liability to Plaintiffs (which it denies), the harm, if any, attributable to operations of the International Paper Mills (as defined in

Paragraph 36 of the Fifth Amended Complaint) for which International Paper may be liable is divisible.

7. Plaintiffs are not entitled to any recovery from International Paper on the claims asserted in the Fifth Amended Complaint for any payments which they have made with respect to or arising out of alleged natural resources damages.

8. To the extent International Paper has any liability to Plaintiffs (which it denies), any contribution to the PCB contamination of the Lower Fox River for which International Paper might be held liable would be so infinitesimal, particularly in comparison with the contribution resulting from Plaintiffs' actions, it did not and could not cause response costs to be incurred and/or is below the equitable threshold of liability in a case to reallocate response costs. Any allocation of liability to International Paper under either Section 107 or Section 113 of CERCLA would be inequitable.

9. To the extent that International Paper has any responsibility for the contamination that is the basis for Plaintiffs' claims (which International Paper denies), it is exempt from liability pursuant to the Small Business Liability Relief and Brownfields Revitalization Act and Section 107(o) of CERCLA, 42 U.S.C. §9607(o), as a *de micromis* party.

10. Plaintiffs' claims are barred by the doctrine of laches and/or waiver.

11. Plaintiffs' claims are barred by the equitable doctrine of estoppel.

12. Plaintiffs' claims are barred by the equitable doctrine of unclean hands.

13. Plaintiffs' claims for declaratory relief as against International Paper are barred because such claims are not ripe for adjudication and/or Plaintiffs lack standing to assert them.

14. Plaintiffs are not the real party to interest to bringing a claim for or arising out of alleged natural resource damages.

15. Plaintiffs have failed to name all necessary and indispensable parties.

16. International Paper asserts and relies upon all defenses available under CERCLA.

17. International Paper relies upon and incorporates applicable defenses asserted by other defendant and reserves its right to amend this Answer to add affirmative defenses and to amend its affirmative defenses, based on discovery in this action.

WHEREFORE, International Paper prays (1) that Plaintiffs have no recovery from International Paper based on the Fifth Amended Complaint, (2) that each and all of the claims asserted in the Fifth Amended Complaint be dismissed, with prejudice, (3) for an award of costs and for attorneys' fees (to the extent permitted under the claims asserted by Plaintiffs), and (4) for such other and further relief as this Court deems just and proper.

COUNTERCLAIM

International Paper Company ("International Paper"), to the extent that Plaintiffs' Fifth Amended Complaint states a claim pursuant to Section 107 of CERCLA, makes the following Counterclaim:

1. Defendant and Counter-Claimant International Paper is a New York corporation with its principal place of business in Memphis, Tennessee.
2. On information and belief, Plaintiff and Counter-Defendant Appleton Papers Inc. ("API"), is a Delaware corporation with its principal place of business in Appleton, Wisconsin.
3. On information and belief, Plaintiff and Counter-Defendant NCR Corporation ("NCR") is a Maryland corporation with its principal place of business in Dayton, Ohio.
4. The Court has jurisdiction over the subject matter of this Counterclaim pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act, as amended by the Superfund Amendments and the Authorization Act of 1986, 42 U.S.C. § 9601, *et seq.*, ("CERCLA"), 28 U.S.C. § 1331, and supplemental jurisdiction.
5. Venue is proper in this District pursuant to 42 U.S.C. § 9613(b) and 28 U.S.C. § 1391(b), because the events giving rise to the claims asserted in this Counterclaim and in Plaintiffs' Fifth Amended Complaint, including the alleged releases of hazardous substances at issue, occurred in this District. In addition, the Lower Fox River and the relevant businesses or operations are/were located entirely within this District.

6. The Fifth Amended Complaint alleges claims for liability against International Paper, which claims International Paper denies.

7. Plaintiffs are liable for responses costs or damages incurred, or to be incurred, for PCB contamination of the Lower Fox River Site as those terms are defined in Plaintiffs' Fifth Amended Complaint.

8. To the extent that the Fifth Amended Complaint states a claim for liability for response costs or damages at the Lower Fox River Site, and results in a judgment against International Paper, International Paper is entitled to statutory and/or common law contribution, cost recovery, and/or indemnity from Plaintiffs.

WHEREFORE, International Paper demands judgment against Plaintiffs dismissing the Fifth Amended Complaint on the merits or, in the event judgment is rendered against International Paper, for judgment against Plaintiffs for costs and damages properly allocable to them, for such other and further relief as this Court deems just and proper, and for its attorneys' fees, costs, disbursements and expenses of this action.

Dated: June 27, 2008

BAKER & HOSTETLER

By: /s/
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JURY DEMAND

Pursuant to Civil Rule 38, International Paper Company hereby demands a trial by jury as to all issues so triable.

Dated: June 27, 2008

/s/
Sonja A. Inglin
One of the Attorneys for Defendant
International Paper Company

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION

APPLETON PAPERS INC. and
NCR CORPORATION,

Plaintiffs,

v.

Case No. 08-CV-00016-WCG

GEORGE A. WHITING PAPER COMPANY,
P.H. GLATFELTER COMPANY,
MENASHA CORPORATION,
GREEN BAY PACKAGING, INC.,
INTERNATIONAL PAPER COMPANY,
LEICHT TRANSFER & STORAGE COMPANY,
NEENAH FOUNDRY COMPANY
NEWPAGE WISCONSIN SYSTEM INC.
THE PROCTER & GAMBLE PAPER
PRODUCTS COMPANY, and
WISCONSIN PUBLIC SERVICE CORP.

Defendants.

CERTIFICATE OF SERVICE

I hereby certify that on June 25, 2008, I electronically filed *Defendant International Paper Company's Answer to Fifth Amended Complaint* with the Clerk of the Court using the CM/ECF system which will send notification of such filings to Michael L. Hermes, mhermes@mtthlaw.com; J. Ric Gass, gass@gasswebermullins.com; Evan B. Westerfield, evanwesterfield@sidley.com; J. Andrew Schlickman, jaschlickman@sidley.com; Joan Radovich, jradovich@sidley.com; Kathleen L. Roach, kroach@sidley.com; Joseph J. Beisenstein, beisenstein@mennlaw.com; Delmar F. Ehrich, dehrich@faegre.com; Colin C. Deihl, cdeihl@faegre.com; Jacy T. Rock, jrock@faegre.com; Christopher P. Riordan, criordan@vonbriesen.com; David J. Erquist, dedquist@vonbriesen.com; Patrick L. Wells, pwells@vonbriesen.com; Russell W. Wilson, rwilson@ruderware.com; Scott B. Fleming, sbf@wbb-law.com; Philip A. Munroe, pmunroe@direnzollc.com; Arthur F. Radke, aradke@dykema.com; Jennifer E. Simon, simonj@ballardspahr.com; Ronald M. Varnum, varnumr@ballardspahr.com; Marc E. Davies, davies@ballardspahr.com; David F. Mandelbaum, mandelbaum@ballardspahr.com; Sabrina Mizrahi, mizrachis@ballardspahr.com; Thomas R.

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Dated: June 27, 2008

BAKER & HOSTETLER LLP

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